

Allegheny Health Network

Consolidated Financial Statements

December 31, 2019 and 2018

Allegheny Health Network
Index
December 31, 2019 and 2018

	Page(s)
Report of Independent Auditors	1
Consolidated Financial Statements	
Consolidated Balance Sheets.....	2-3
Consolidated Statements of Operations.....	4
Consolidated Statements of Changes in Net Assets	5
Consolidated Statements of Cash Flows.....	6-7
Notes to Consolidated Financial Statements.....	8-40



Report of Independent Auditors

To the Boards of Directors of Highmark Health and Allegheny Health Network:

We have audited the accompanying consolidated financial statements of Allegheny Health Network and its subsidiaries (the "Health Network"), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the related consolidated statements of operations, of changes in net assets and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Health Network's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Health Network's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Allegheny Health Network and its subsidiaries as of December 31, 2019 and 2018, and the results of their operations, changes in their net assets, and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 3 to the consolidated financial statements, the Health Network changed the manner in which it accounts for leases, the presentation of pension and post-retirement benefit costs, and the presentation of restricted cash and cash equivalents in 2019. Our opinion is not modified with respect to this matter.

A handwritten signature in cursive script that reads "PricewaterhouseCoopers LLP".

March 18, 2020

Allegheny Health Network
Consolidated Balance Sheets
Years Ended December 31, 2019 and 2018

(in thousands of dollars)

	<u>2019</u>	<u>2018</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 160,179	\$ 162,504
Accounts receivable		
Patient accounts	396,948	373,930
Other	54,040	70,121
Inventory, net	71,995	66,213
Estimated third-party payor settlements	10,940	2,772
Prepaid expenses and other current assets	34,311	27,192
Total current assets	<u>728,413</u>	<u>702,732</u>
Investments		
Debt securities, available-for-sale at fair value	80,445	71,681
Equity securities at fair value	13,737	10,515
Board designated, restricted and other investments at fair value	682,995	615,810
Beneficial interest in perpetual trusts	263,002	228,266
Equity method investments	46,118	43,334
Property and equipment, net	1,587,388	1,365,932
Operating lease right to use assets	280,149	-
Financing lease right to use assets	75,608	-
Deferred tax asset, net	4,256	278
Goodwill and other intangible assets, net	122,676	124,869
Other assets	72,594	63,832
Total assets	<u>\$ 3,957,381</u>	<u>\$ 3,227,249</u>

The accompanying notes are an integral part of these consolidated financial statements.

Allegheny Health Network
Consolidated Balance Sheets
Years Ended December 31, 2019 and 2018

(in thousands of dollars)

	2019	2018
Liabilities and Net Assets		
Current liabilities		
Accounts payable	\$ 259,710	\$ 280,409
Accrued salaries and benefits	153,833	132,879
Accrued expenses	46,628	51,424
Current portion of long-term debt	8,147	9,505
Current portion of deferred revenue	19,000	23,089
Current portion of self-insurance liabilities	22,577	37,588
Current portion of operating lease liabilities	52,885	-
Current portion of financing lease liabilities	6,907	-
Other current liabilities	1,346	2,582
Total current liabilities	<u>571,033</u>	<u>537,476</u>
Accrued pension obligation	288,580	331,018
Self-insurance liabilities	93,820	87,128
Long-term debt	1,005,465	1,013,829
Deferred revenue	30,620	30,675
Operating lease liabilities	234,763	-
Financing lease liabilities	70,667	-
Other liabilities	54,889	47,891
Total liabilities	<u>2,349,837</u>	<u>2,048,017</u>
Net assets		
Without donor restrictions	1,247,600	873,595
Without donor restrictions - noncontrolling interest	26,752	18,070
Total net assets without donor restrictions	<u>1,274,352</u>	<u>891,665</u>
With donor restrictions	333,192	287,567
Total net assets	<u>1,607,544</u>	<u>1,179,232</u>
Total liabilities and net assets	<u>\$ 3,957,381</u>	<u>\$ 3,227,249</u>

The accompanying notes are an integral part of these consolidated financial statements.

Allegheny Health Network
Consolidated Statements of Operations
Years Ended December 31, 2019 and 2018

(in thousands of dollars)

	2019	2018
Revenue and other support		
Net patient service revenue	\$ 3,366,287	\$ 3,112,937
Other operating revenue	200,049	166,314
Net assets released from restriction	5,114	5,367
Total revenue and other support	<u>3,571,450</u>	<u>3,284,618</u>
Expenses		
Salaries, wages and fringe benefits	1,958,518	1,807,529
Patient care supplies	741,997	663,366
Professional fees and purchased services	403,277	396,833
Depreciation and amortization	159,330	144,045
Other operating expenses	286,444	261,612
Total operating expenses	<u>3,549,566</u>	<u>3,273,385</u>
Operating income	21,884	11,233
Net investment income	72,242	6,275
Gain on interest rate swaps	-	1,366
Interest expense	(27,022)	(34,150)
Income attributed to non-controlling interest	(3,695)	(839)
Loss on debt refinancing	-	(7,495)
Other components of net periodic benefit credit	18,944	27,813
Contribution income from affiliation	10,962	-
Non-operating income (expense), net	766	(19)
Excess of revenue over expenses before income taxes	94,081	4,184
Income tax benefit (expense)	4,069	(1,345)
Excess of revenue over expenses	<u>\$ 98,150</u>	<u>\$ 2,839</u>
Other changes in net assets without donor restrictions:		
Pension liability adjustments	(8,534)	(71,431)
Change in non-controlling interest	8,682	3,071
Net assets released from restriction for acquisition of equipment	810	1,152
Transfers from affiliate	289,593	321,645
Other, net	(6,014)	(1,138)
Increase in other changes in net assets without donor restrictions	<u>284,537</u>	<u>253,299</u>
Increase in net assets without donor restrictions	<u>\$ 382,687</u>	<u>\$ 256,138</u>

The accompanying notes are an integral part of these consolidated financial statements.

Allegheny Health Network
Consolidated Statements of Changes in Net Assets
Years Ended December 31, 2019 and 2018

(in thousands of dollars)

	2019	2018
Net assets without donor restrictions		
Excess of revenue over expenses	\$ 98,150	\$ 2,839
Pension liability adjustments	(8,534)	(71,431)
Change in non-controlling interest	8,682	3,071
Net assets released from restriction for acquisition of equipment	810	1,152
Transfers from affiliate	289,593	321,645
Other, net	(6,014)	(1,138)
Increase in net assets without donor restrictions	<u>382,687</u>	<u>256,138</u>
Net assets with donor restrictions		
Contributions	11,188	10,206
Net investment income (loss)	50,478	(14,427)
Net assets released from restriction used for:		
Operations	(5,114)	(5,367)
Acquisition of equipment	(810)	(1,152)
Transfer out of trusts to net investment income	(9,775)	(9,226)
Other, net	(342)	(861)
Increase (decrease) in net assets with donor restrictions	<u>45,625</u>	<u>(20,827)</u>
Increase in net assets	428,312	235,311
Net assets		
Beginning of the year	<u>1,179,232</u>	<u>943,921</u>
End of the year	<u>\$ 1,607,544</u>	<u>\$ 1,179,232</u>

The accompanying notes are an integral part of these consolidated financial statements.

Allegheny Health Network

Consolidated Statements of Cash Flows

Years Ended December 31, 2019 and 2018

(in thousands of dollars)

	2019	2018
Cash flows from operating activities		
Increase in net assets	\$ 428,312	\$ 235,311
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Transfers from affiliate	(289,593)	(321,645)
Depreciation and amortization	159,330	144,045
Pension liability adjustments	8,534	71,431
Noncash pension income	(14,432)	(22,117)
Net realized and unrealized (gain) loss on investments	(49,836)	24,444
Dividends received from equity method investments	3,931	4,131
Undistributed gains of equity method investments	(4,386)	(4,156)
Change in beneficial interest in perpetual trusts	(34,736)	22,911
Loss on debt refinancing	-	7,495
Deferred taxes	(3,978)	(904)
Restricted contributions	(11,188)	(10,206)
Assets acquired through acquisition	(10,962)	-
(Decrease) increase due to change in:		
Accounts receivable	(19,718)	(54,508)
Other receivables	16,165	(2,682)
Inventory, prepaids and other current assets	(6,541)	(4,485)
Other long-term assets	(395,339)	41,697
Accounts payable, accrued expenses and other current liabilities	26,036	57,742
Accrued pension obligation	(36,540)	(59,972)
Other liabilities	350,675	(61,927)
Net cash provided by operating activities	115,734	66,605
Cash flows from investing activities		
Purchases of investments	(382,709)	(368,635)
Proceeds from sales of investments	148,480	172,535
Proceeds from maturities of investments	39,629	47,563
Cash acquired through acquisitions	3,550	-
Acquisition of physician practices	-	(13,500)
Purchases of property and equipment	(387,882)	(350,522)
Net cash used in investing activities	(578,932)	(512,559)
Cash flows from financing activities		
Restricted contributions	11,188	10,206
Proceeds from issuance of debt	2,584	1,002,197
Repayment of debt	(5,071)	(1,011,906)
Debt issuance costs	-	(7,112)
Transfers from affiliate	289,593	306,944
Net cash provided by financing activities	298,294	300,329
Decrease in cash and cash equivalents	(164,904)	(145,625)
Cash and cash equivalents and restricted cash		
Beginning of year	372,116	517,741
End of year	\$ 207,212	\$ 372,116

The accompanying notes are an integral part of these consolidated financial statements.

Allegheny Health Network
Consolidated Statements of Cash Flows
Years Ended December 31, 2019 and 2018

(in thousands of dollars)

	<u>2019</u>	<u>2018</u>
Supplemental disclosure of cash flow information		
Interest paid, net	\$ 45,524	\$ 29,965
Income taxes paid, net	\$ 2,456	\$ 730
Supplemental disclosure of noncash investing and financing		
Assets acquired through payables	\$ (36,305)	\$ 41,409
Noncash cancellation of capital lease	\$ -	\$ (39,000)
Equity transfers from related parties	\$ -	\$ 14,701
Supplemental disclosure of restricted cash		
Cash and cash equivalents	\$ 160,179	\$ 162,504
Restricted cash included in board designated, restricted and other investments at fair value	<u>47,033</u>	<u>209,612</u>
Total cash and cash equivalents and restricted cash shown in the consolidated statements of cash flows	<u>\$ 207,212</u>	<u>\$ 372,116</u>

The accompanying notes are an integral part of these consolidated financial statements.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

1. Nature of Operations

Allegheny Health Network (“AHN”), formed in 2013, is incorporated as a nonprofit corporation in the Commonwealth of Pennsylvania and is federally recognized as a 501(c)(3). Highmark Health, the sole corporate member of AHN, is a diversified health and wellness enterprise that includes: Highmark Inc. - a hospital plan corporation and professional health services plan in the Commonwealth of Pennsylvania; HM Health Solutions Inc.; and HM Health Holdings Company. AHN was formed to act as the parent company of West Penn Allegheny Health System, Inc. (“WPAHS”), Jefferson Regional Medical Center (“JPMC”), as well as Saint Vincent Health Center and Saint Vincent Health System, collectively “SVHS.” AHN, WPAHS, JPMC, SVHS, and their other subsidiaries and consolidated affiliates are herein referred to as the “Health Network.”

The Health Network is a western Pennsylvania-based, patient-centered and physician-led academic healthcare system that provides charitable care and high-quality, comprehensive health care services to patients from western Pennsylvania and the adjacent regions of Ohio, West Virginia, New York, and Maryland.

The Health Network is comprised of nine hospitals, of which one is a quaternary academic medical center and eight are tertiary/community hospitals that provide a wide array of general and advanced clinical services. The Health Network operates more than 300 additional healthcare sites, including surgery centers, comprehensive Health + Wellness Pavilions and physician practices; and a physician organization that includes more than 2,500 employed and affiliated physicians. The Health Network’s consolidated financial statements include HMPG Inc., a for-profit holding company whose subsidiaries and affiliates include, among other things, a group purchasing organization, a captive insurance company (Palladium Risk Retention Group Inc. - “Palladium”), real estate companies, and a surgery center. The Health Network also includes joint ventures that offer durable medical equipment, home infusion services, home health and hospice services, and a clinically integrated physician network. Additionally, the Health Network operates a research institute and charitable foundations.

The Health Network provides a comprehensive array of advanced clinical and research programs across all medical specialties, including orthopedic surgery and sports medicine, cardiology and cardiovascular surgery, neurosurgery and neurology, women’s health, cancer, emergency medicine, trauma and burn care, bariatric and metabolic disease, primary care, psychiatric care, general surgery, diabetes, autoimmune diseases, critical care, digestive diseases, men’s health/urology, lung and esophageal diseases, rehabilitation services and a complete spectrum of diagnostic care.

The Health Network offers forty-six graduate medical programs and has three medical school affiliations with Drexel University, Temple University and the Lake Erie College of Osteopathic Medicine, allowing medical residents and fellows to receive advanced training at AHN hospitals. The Health Network also operates two nursing education programs, including the West Penn Hospital School of Nursing and the Citizens School of Nursing.

Approximately 20% of the Health Network employees are covered by collective bargaining agreements, through participation in various bargaining units, with varying expiration dates through 2023.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

2. Acquisitions and Joint Venture Activity

Effective December 31, 2019, AHN finalized an affiliation agreement with Grove City Health System (Grove City), causing AHN to become the sole corporate member of Grove City. In accordance with the affiliation agreement, Grove City contemporaneously relinquished control of Grove City Health Foundation and contributed \$27,432 to support the foundation's charitable mission. The Health Network's consolidated financial statements include the financial position and cash flows of Grove City from the affiliation date, December 31, 2019. In conjunction with the affiliation, AHN recognized contribution income of \$10,962 within non-operating income on the consolidated statements of operations, representing the inherent contribution received from the affiliation.

In December 2018, the Health Network acquired Pediatric Alliance, an independent pediatric physician practice with more than 17 locations in western Pennsylvania for \$13,500.

In 2017, AHN entered into an agreement with an Emerus affiliate to form a joint venture ("AHN Emerus JV") for the purpose of constructing and operating four neighborhood hospital facilities in western Pennsylvania. AHN maintains an ownership of 51% in AHN Emerus JV and includes the AHN Emerus JV in its consolidated financial statements. Each of these neighborhood hospitals include an emergency department, associated lab and imaging modalities, a small number of inpatient beds (generally 10-12), and, in some cases, an attached medical office capable of housing primary care physicians and community-based specialties. Ground breaking for each of the four locations occurred in 2018. At December 31, 2019, construction of three of the facilities was substantially complete.

In 2018, AHN Emerus JV entered into four long-term lease agreements with third-parties for the neighborhood hospitals and AHN entered into four leases for medical office space at these locations. These lease terms do not commence or require rent payments until the facilities are substantially complete. At December 31, 2019, six of these leases are now active with the right to use assets and liabilities reflected in the financial position of the Health Network.

In 2019, the Health Network made capital contributions of \$6,426 to AHN Emerus JV.

3. Summary of Significant Accounting Policies

Basis of Financial Presentation

The accompanying consolidated financial statements include the accounts of the Health Network.

The consolidated financial statements are presented on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America ("GAAP"). All significant intercompany balances and transactions have been eliminated from the consolidated financial statements.

The Health Network uses the equity method of accounting for 50% or less owned affiliates or those affiliates for which the Health Network does not hold a controlling financial interest but may influence operating or financial decisions as well as 50% or more owned affiliates for which the Health Network does not hold a financial interest.

Reclassifications

The Health Network has reclassified certain amounts relating to its prior period results to conform to its current period presentation. The impact of these reclassifications (other components of periodic pension costs, restricted cash) is discussed in the New Accounting Pronouncements section below.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

New Accounting Pronouncements

Implemented

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, *Leases* (ASC 842), in order to increase transparency and comparability by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements. The Health Network adopted ASC 842 on January 1, 2019 using the modified retrospective transition approach. The Health Network applied the transition provisions using the effective date as the date of initial application. Therefore, financial information will not be updated and the disclosures required under ASC 842 are not provided for dates and periods before January 1, 2019. At December 31, 2019, the Health Network has recognized \$355,757 of right to use assets and \$365,222 of lease liabilities on the consolidated balance sheet from the adoption of ASC 842. The Health Network has elected the practical expedient package to not reassess at adoption (i) expired or existing contracts for whether they are or contain a lease, (ii) the lease classification of any existing leases or (iii) initial direct costs for existing leases. The Health Network has also elected the policy exemption that allows lessees to choose to not separate lease and non-lease components by class of underlying asset and are applying this expedient to all relevant asset classes. The Health Network did not elect the use-of-hindsight practical expedient during the transition to ASC 842 and elected the short-term lease recognition exemption for all leases that qualify. The adoption of ASC 842 did not have an impact on the Health Network's compliance with debt covenants.

In March 2017, FASB issued ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefits Cost*. The new guidance requires an entity to disaggregate the service cost component from the other components of net benefit cost and is effective for fiscal years beginning after December 15, 2018. The Health Network has adopted the guidance retrospectively to each period presented. The other components of net benefit cost are now presented below the operating income subtotal in the consolidated statements of operations as other components of net periodic benefit credit, and the service cost component is presented in salaries, wages and fringe benefits. The other components of net periodic benefit cost were in an income position for the years ended December 31, 2019 and 2018 and included interest cost, expected return on plan assets and amortization of prior service credit and actuarial loss. The Health Network utilized the practical expedient that permits an employer to use the amounts disclosed in its pension and other postretirement benefit plan note for the comparative periods as the estimation basis for applying the retrospective presentation requirements. For the year ended December 31, 2019, other components of net benefit cost of \$18,944 was reclassified from salaries, wages and fringe benefits to other components of net periodic benefit credit. A reconciliation of the effect on the line items in the consolidated statements of operations for the year ended December 31, 2018 as a result of adopting this new accounting guidance is as follows:

	As Previously Reported	Adjustments	As Revised
Salaries, wages and fringe benefits	\$ 1,779,716	\$ 27,813	\$ 1,807,529
Total operating expenses	\$ 3,245,572	\$ 27,813	\$ 3,273,385
Operating income	\$ 39,046	\$ (27,813)	\$ 11,233
Other components of net periodic pension benefit credit	\$ -	\$ 27,813	\$ 27,813
Excess of revenue over expenses	\$ 2,839	\$ -	\$ 2,839

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

In November 2016, FASB issued ASU 2016-18, *Statement of Cash Flows*, which requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. When cash, cash equivalents, restricted cash and restricted cash equivalents are presented in more than one line item on the consolidated balance sheets, the new guidance requires a reconciliation of the totals in the statement of cash flows to the related captions in the consolidated balance sheets. The new guidance also requires the disclosure of the nature of the restricted cash and restricted cash equivalent balances. The guidance is effective for annual periods beginning after December 15, 2018. The new guidance is required to be applied retrospectively.

The largest impact of the new guidance is from the restricted grant cash and assets with donor restrictions. Excluded from the application of the new guidance are restricted cash amounts included within interests in beneficial trusts and endowments.

A reconciliation of the effect on the relevant line items in the consolidated statements of cash flows for the year ended December 31, 2018 as a result of adopting this new accounting guidance is as follows:

	As Previously Reported	Adjustments	As Revised
Purchases of investments	\$ (1,019,057)	\$ 650,422	\$ (368,635)
Proceeds from sales of investments	\$ 856,069	\$ (683,534)	\$ 172,535
Proceeds from maturities of investments	\$ 102,563	\$ (55,000)	\$ 47,563
Net cash used in investing activities	\$ (424,447)	\$ (88,112)	\$ (512,559)
Decrease in cash, cash equivalents and restricted cash	\$ (57,513)	\$ (88,112)	\$ (145,625)
Cash, cash equivalents and restricted cash, beginning of the period	\$ 220,017	\$ 297,724	\$ 517,741
Cash, cash equivalents and restricted cash, end of the period	\$ 162,504	\$ 209,612	\$ 372,116

In August 2016, FASB issued ASU 2016-15, *Statement of Cash Flows*, to reduce existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance addresses the following cash flow issues: debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims and corporate owned life insurance policies, distributions received from equity method investees, beneficial interest in securitization transactions, and separately identifiable cash flows and application of the predominance principle. The new guidance is effective for fiscal years beginning after December 15, 2018. The Health Network adopted this new guidance in 2019 with no significant impact on the statement of cash flows.

In January 2016, FASB issued ASU 2016-01, *Financial Instruments*, requiring all equity investments, other than those accounted for under the equity method or those that result in the consolidation of the investee, to be measured at fair value with changes in the fair value recognized through net income. The new guidance also eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities. The new guidance is effective for fiscal years beginning after December 15, 2018. The Health Network elected to early adopt this new guidance in 2018 which resulted in a cumulative effect adjustment of \$835.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Under Evaluation

In August 2018, FASB issued ASU 2018-08, *Not-for-Profit Entities*, regarding contributions received and contributions made. The guidance clarifies whether a transfer of assets is a contribution or an exchange transaction. The new guidance is effective for fiscal years beginning after December 15, 2019. The Health Network is evaluating the impact of the new guidance on its financial positions, results of operations and cash flows.

Use of Estimates

The preparation of the Health Network's consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Liquidity and Availability of Financial Assets

The Health Network's working capital and cash flows are subject to variability during the year attributable to changes in volume and cash receipts. The Health Network maintains investment portfolios without donor restrictions to manage fluctuations in cash flow.

The following table reflects the Health Network's financial assets for the years ending December 31, 2019 and 2018, reduced by amounts not available for general use within one year because of contractual or donor-imposed restrictions or internal designations. Amounts available include donor-restricted amounts that are available for general expenditures. Amounts not available include amounts set aside for operating and other reserves that could be drawn upon if the Board of Directors ("Board") approves the action.

	2019	2018
Cash and cash equivalents	\$ 160,179	\$ 162,504
Investments	1,086,297	969,606
Receivables	450,988	444,051
Total financial assets	1,697,464	1,576,161
Contractual or donor-imposed restrictions:		
Beneficial interest in perpetual trusts	(263,002)	(228,266)
Endowment funds	(63,013)	(53,791)
Equity method investments	(46,118)	(43,334)
Grant funds	(22,874)	(25,857)
Bond project funds	(55,445)	(167,752)
Board designations:		
Capital improvements	(34,638)	(33,197)
Financial assets available to meet cash needs for general expenditures within one year	\$ 1,212,374	\$1,023,964

Cash and Cash Equivalents

The Health Network considers all highly-liquid investments with maturities of three months or less when purchased, excluding assets limited or restricted as to use, to be cash equivalents.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Investments and Assets Limited or Restricted as to Use

Debt and equity securities are carried at fair value (based on quoted or estimated market prices). As a result of ASU 2016-01, *Financial Instruments*, adopted in 2018, with respect to equity securities, unrealized gains and losses are reported in net investment income in the consolidated statements of operations. Unrealized gains and losses on available-for-sale debt securities are reported in net assets without donor restrictions, net of deferred income taxes. Premiums and discounts are amortized using the effective interest method. Realized gains and losses on debt securities are based on amortized cost. Realized gains and losses on equity securities are based on cost (specific identification method). Realized gains and losses on equity securities and available-for-sale debt securities are reported in net investment income in the consolidated statements of operations.

The Health Network monitors its available-for-sale debt securities for unrealized losses that appear to be other-than-temporary. In determining if an available-for-sale debt security is other-than-temporarily impaired, the Health Network considers whether it has intent to sell the available-for-sale debt security or whether it is more likely than not that the Health Network will be required to sell the available-for-sale debt security before recovery of its amortized cost basis, which may be at maturity. If the Health Network intends to sell the debt security or it is more likely than not that the Health Network will be required to sell the debt security before recovery of its amortized cost basis, an other-than-temporary impairment is recorded as a realized loss in net investment income in the consolidated statements of operations for the difference between fair value and amortized cost.

If the Health Network does not have the intent to sell and it does not believe that it is more likely than not that it will be required to sell the debt security before recovery of its amortized cost, the Health Network performs a detailed review to determine the underlying cause of the unrealized loss and whether an other-than-temporary impairment is warranted. At the time a debt security is determined to be other-than-temporarily impaired, the credit component of the other-than-temporary impairment is recognized as income in the consolidated statements of operations and the non-credit component of the other-than-temporary impairment is recognized in the statement of changes in net assets, net of deferred income taxes.

Board designated and restricted investments include assets whose use is contractually limited by external parties, assets set aside by the Board for future capital improvements or liquidity, over which the Board retains control and may at its discretion subsequently use for other purposes, as well as assets held by trustees under indenture agreements. Other investments consist primarily of marketable debt and equity securities and marketable securities maintained in a master trust fund. Investment income or loss (including realized gains and losses, interest and dividends, and unrealized gains and losses) is recorded in net investment income in the consolidated statements of operations unless restricted by donor or law. Investment income related to restricted gifts is recorded based on donor restriction as part of net assets with donor restrictions in the consolidated statements of changes in net assets.

The Health Network's assets are invested in a variety of financial instruments. Accordingly, the related values as presented in the consolidated financial statements are subject to various market fluctuations, which include changes in the interest rate environment, equity markets and general economic conditions.

Beneficial Interest in Perpetual Trusts

Beneficial interest in perpetual trusts represents assets subject to restrictions that are perpetual in nature, are managed by donor-selected trustees and are recorded at the fair value of the underlying assets in the trusts.

Fair Value of Financial Instruments

In accordance with FASB fair value measurement guidance, financial assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level inputs used to measure their fair value.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Inventory, Net

Inventory consists primarily of healthcare delivery-related drugs, medical supplies and surgical supplies. Inventory is stated at the lower of cost or market. Inventory cost is determined using the first-in first-out basis. Obsolescence reserves were \$2,424 and \$2,419 at December 31, 2019 and 2018, respectively.

Prepaid Expenses, Other Current Assets and Other Assets

Prepaid expenses, other current assets and other assets primarily include prepaid expenses, insurance recoveries, interests in net assets of foundations and 457(b) plan assets.

Property and Equipment, Net

Property and equipment is recorded at cost, net of accumulated depreciation. If a donor contributes property and equipment, it is recorded at the fair market value on the date contributed. Maintenance, repairs and minor improvements are expensed as incurred. Certain costs related to the internal development of software or software purchased for internal use are capitalized. Gains or losses on sales or disposals of property and equipment are included in operations.

Depreciation is computed under the straight-line method by annual charges to expense over the estimated useful lives of the various asset types as follows: buildings and building or land improvements, up to 40 years; leasehold improvements, lesser of lease term or useful life; office furniture and equipment, 3 to 30 years; and capitalized software, 3 to 10 years.

Property and equipment is reviewed for impairment whenever changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized to the extent the carrying amount of an asset exceeds determined market value. No impairment losses were recorded in 2019 or 2018.

Goodwill and Other Intangible Assets, Net

Intangible assets with finite lives are amortized using the straight-line method over their estimated lives, which range from 3 to 20 years. The Health Network has intangible assets of \$18,009 and \$20,202 for the years ended December 31, 2019 and 2018, respectively. Amortization expenses related to these assets were \$2,650 and \$836 in 2019 and 2018, respectively.

Intangible assets with indefinite useful lives, including goodwill, are not amortized, but are tested for impairment at least annually and more frequently if events or changes in circumstances indicate that an asset may be impaired. If fair value is less than carrying value, the asset is adjusted to the fair value and an impairment loss is recorded in the consolidated statements of operations. Goodwill consisted of \$104,667 at December 31, 2019 and 2018. Management tested goodwill using the one-step method as of December 31, 2019 and 2018 and concluded that no impairment existed.

Lease Right to Use Assets and Liabilities

In accordance with ASC 842, the Health Network recognizes the operating and financing lease right to use assets and liabilities on the consolidated balance sheets.

Self-Insurance Liabilities

Self-insurance liabilities are based on actuarial methods and loss experience data and are considered by management to be adequate. Such liabilities are determined, in the aggregate, based on a reasonable estimation of the ultimate settlement of reported losses, including individual case estimates for reported losses plus supplemental amounts for losses incurred but not reported.

Palladium, as further discussed in Note 13, provides medical professional and general liability coverage. There is uncertainty associated with the loss estimates, and actual results could differ significantly from the estimates. Changes in loss and loss adjustment expense liabilities relating to prior years are recorded in the year determined.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Self-insurance liabilities are recorded at the present value of the estimated future cash flows for payments of those losses and loss adjustment expenses. The present value of those losses and loss adjustment expenses is discounted using a risk-free rate which is equivalent to the current interest rate on United States government obligations at the time of the loss and for the duration of expected payout of the loss.

Medical malpractice exposure can be subject to long settlement delays and can include large single event claims. This type of exposure has higher inherent volatility than typical insurance exposures. Palladium has insurance exposure only for the years beginning January 1, 2015 and thereafter.

In the normal course of business, Palladium seeks to reduce losses that may arise from risks or occurrences of an unexpected nature that may cause unfavorable underwriting results by reinsuring certain levels of risk in various areas of exposure with other insurance enterprises or reinsurers.

Other Liabilities

Other liabilities include among other things, deferred grant revenue, payor advances, and 457(b) plan obligations.

Net Assets Without Donor Restrictions

Net assets without donor restrictions include investments and board designated assets set aside by the Board for future capital improvements or liquidity, over which the Board retains control and may at its discretion subsequently use for other purposes. Net assets without donor restrictions at December 31, include:

	<u>2019</u>	<u>2018</u>
Undesignated	\$ 1,212,962	\$ 840,398
Undesignated - Non-controlling interests	26,752	18,070
Board designated assets:		
Capital improvements	<u>34,638</u>	<u>33,197</u>
Total net assets without donor restrictions	<u>\$ 1,274,352</u>	<u>\$ 891,665</u>

Net Assets With Donor Restrictions

Net assets with donor restrictions include those whose use is limited by donor-imposed stipulations, including some that either expire with the passage of time or can be fulfilled and removed by actions of the Health Network pursuant to those stipulations. Additionally, net assets with donor restrictions include those whose use is limited by donor-imposed stipulations that neither expire with the passage of time nor can be fulfilled or otherwise removed by the actions of the Health Network. Investment earnings from net assets with donor restrictions may be donor-restricted for capital or operating needs depending upon the original intent of the donor.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Net assets are released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors. Net assets released from restrictions and used for operations are recorded in net assets released from restriction. Net assets released from restriction and used for capital purposes are recorded as change in net assets without donor restrictions in the consolidated statements of changes in net assets. Net assets with donor restrictions are restricted for the following purposes at December 31:

	<u>2019</u>	<u>2018</u>
Subject to expenditure for specified purpose:		
Capital improvements	\$ 631	\$ 743
Education and scholarships	1,730	1,140
Research	5,650	4,493
Healthcare services	26,365	18,966
Total	<u>34,376</u>	<u>25,342</u>
Subject to the Health Network's policy and appropriation:		
Investment in perpetuity, the income of which is expendable to healthcare services	<u>298,816</u>	<u>262,225</u>
Total net assets with donor restrictions	<u>\$ 333,192</u>	<u>\$ 287,567</u>

Donor-Restricted Contributions

Net assets with donor restrictions for donor-restricted endowment funds of perpetual durations are comprised of (a) the original value of the contributions made to the endowment, (b) the original value of the subsequent contributions made to the endowment, and (c) accumulations to the endowment made in accordance with applicable donor gift instruments. Any donor-restricted endowments that are not perpetual in nature are appropriated in accordance with donor intent.

The Health Network considers the following factors in determining if donor-restricted endowment funds are accumulated or appropriated:

- (1) The duration and preservation of the fund
- (2) The purposes of the organization and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and appreciation of investments
- (6) Other resources of the organization
- (7) The investment policies of the organization

The Health Network's net assets with donor restrictions consist of endowments managed by donor-selected trustees and endowments managed by the Health Network. Unless otherwise directed by the donor, gifts received for endowments are invested in accordance with the Health Network's investment policy. In order to preserve the real value of a donor's gift and to sustain funding consistent with donor intent, the annual appropriation rate is set to strike a reasonable balance between long-term objectives of preserving and growing each endowment fund for the future of providing stable, annual appropriations.

Return Objectives and Risk Parameters

The Health Network has adopted endowment investment and spending policies that attempt to provide a predictable stream of funding programs supported by its endowment while seeking to maintain the purchasing power of endowment assets. Under this policy, the return objective for the endowment assets, measured over a full market cycle, shall be to maximize the return with a balanced growth emphasis based on the endowment's target allocation applied to the appropriate individual benchmarks.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Strategies Employed for Achieving Investment Objectives

To achieve its long-term rate of return objectives, the Health Network elected a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized gains) and current yield (interest and dividends). The investment income percentage distribution is recorded as a transfer out of trusts in net assets with donor restrictions. The Health Network targets diversified asset allocation that places a greater emphasis on fixed income based investments to achieve its long-term objectives within prudent risk constraints.

Uncompensated Care and Community Services Benefit

The Health Network offers medical care to all patients, including those who may have difficulty paying for services due to limited income. Consistent with its mission to deliver compassionate, high quality, affordable healthcare services and to advocate for those who are poor and disenfranchised, the Health Network strives to ensure that the financial capacity of people who need healthcare services does not prevent them from seeking or receiving care. The Health Network provides, without discrimination, care for emergency medical conditions or other medically necessary care to individuals regardless of their eligibility for financial or government assistance. These individuals are not to be charged more than the amounts generally billed to individuals covered by insurance.

The Health Network's financial assistance policy defines the income eligibility criteria, the type of financial assistance, and the services that are included and excluded under its policy. The policy sets forth the procedure by which a patient shall apply for financial assistance, sometimes referred to as charity care. If the patient and/or guarantor's income is at or under 200% of the Federal Poverty Guidelines, all patient liability balances will be forgiven at 100%, whereas discounted care for uninsured but not meeting charity thresholds ranges between 72% and 85% of gross charges based upon the look-back method at each facility. The Health Network does not pursue collection of amounts determined to qualify for charity care; therefore, charity care amounts are not recorded as net patient service revenue.

Of the Health Network's total expenses reported, an estimated \$17,300 and \$18,000 arose from providing services to charity patients in 2019 and 2018, respectively. The Health Network estimated these costs by applying the cost of the total direct and indirect costs of each procedure to the individual charity care cases. Patients are required to apply for the charity care discount, but often do not complete the necessary paperwork to determine if they qualify.

In addition to uncompensated care, the Health Network provides free and below cost services and programs for the benefit of the community. The cost of these programs is included in the accompanying consolidated statements of operations.

Services are also provided to beneficiaries of government-sponsored programs, including state Medical Assistance and indigent care programs. Reimbursement from these programs is often less than the cost of providing these services.

Income Taxes

AHN and some of the entities within the Health Network are tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code ("IRC") and are exempt from federal income taxes on exempt purpose income. These tax-exempt organizations are subject to federal taxes on unrelated business income under section 511 of the IRC. Certain for-profit entities within the Health Network are subject to federal and state income taxes. Provisions for the applicable tax liabilities have been made in the consolidated financial statements.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured using tax rates and laws that are expected to be in effect when the difference is reversed. The Health Network records a valuation allowance against its deferred tax assets when it determines that it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Excess of Revenue over Expenses

The consolidated statements of operations include an excess of revenue over expenses. Changes in net assets without donor restrictions which are excluded from the excess of revenue over expenses, consistent with industry practice, include unrealized gains and losses on available-for-sale debt securities, benefit plan asset and liability changes, contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purposes of acquiring such assets), equity transfers from affiliates and changes in non-controlling interests.

Subsequent Events

In connection with the preparation of the consolidated financial statements, the Health Network evaluated events subsequent to the balance sheet date of December 31, 2019 through March 18, 2020, which is also the date the financial statements were issued, and has determined that all material transactions have been recorded and disclosed properly.

4. Revenue Recognition

In accordance with ASC 606, the Health Network records its net patient service revenue at the transaction price estimated to reflect the total consideration due from patients and third-party payors in exchange for providing healthcare services. Retroactive settlements with third-party payors are a result of cost report filings, audits, and other investigations and are realized through net patient service revenue in the period they are identified. Healthcare services are considered to be a single performance obligation and have a duration of less than one year. Revenues are recognized as these performance obligations are fulfilled. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected charges. The Health Network believes this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. AHN measures inpatient care, the performance obligation, from admission into the hospital to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge. Outpatient performance obligations are measured from patient registration to the point where care is no longer required to be provided. Revenue for performance obligations satisfied at a point in time is generally recognized when goods are provided to our patients, and the Health Network does not believe it has additional obligations to the patient.

The transaction price, which involves significant estimates, is determined based on our standard charges for the goods and services provided, with a reduction recorded for price concessions related to third-party contractual arrangements as well as patient discounts and patient price concessions. Any revision in estimates is recognized in the period in which the estimates are revised. Amounts are billed to patients and third-party payors after the performance obligation is satisfied, and payment is expected within a reasonable period of time, though settlement may occur well after the healthcare service is provided. The Health Network would provide refunds to patients and third-party payors once it is identified that overpayments have occurred.

Since all performance obligations relate to contracts with a duration of less than one year, the Health Network has elected to apply the optional exemption in ASC 606 and is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The unsatisfied or partially unsatisfied performance obligations primarily relate to inpatient services at the end of the reporting period. The performance obligations for these contracts will be satisfied when the patient is discharged from the hospital, which generally occurs within days or weeks of the end of the reporting period.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Revenues consist primarily of patient service revenues that are recorded based upon established billing rates less contractual adjustments and discounts. Revenues are recorded during the period the healthcare services are provided, based upon the estimated amounts due from the patients and third-party payors. Third-party payors include federal and state agencies (under the Medicare and Medicaid programs), managed care health plans and commercial insurance companies (including plans offered through the health insurance exchanges), and employers. Estimates of contractual adjustments are based upon the payment terms specified in the related contractual agreements. Contractual payment terms are generally based upon predetermined rates per diagnosis, per diem rates or discounted fee-for-service rates. Revenues related to uninsured patients and uninsured copayment and deductible amounts for patients who have health care coverage may have discounts applied (uninsured discounts and contractual discounts). Explicit price concessions are recorded as contractual adjustments. These concessions are calculated based upon established payor contract rates or by historical collection rates and are considered a reduction to arrive at net patient service revenue.

As described above, the transaction price for the Health Network's healthcare services is variable due to the existence of price concessions due to various agreements with insurance, governmental payors, and self-pay patients.

The Health Network considered amendments to the ASC Subtopic 606-10-10-4, meeting the objective in identifying the portfolio approach practical expedient and determined that the portfolios share similar characteristics and the accounting result would not be materially different than the result of applying the guidance to individual contracts.

The transaction price reflects the expectations about the consideration that the Health Network is entitled to receive from the patient or third-party. The transaction price is determined by using portfolios of accounts that have similar payment methodologies and performance experience.

The Health Network's patient service revenues, by major payor, are as follows for the years ended December 31:

	2019	2018
Medicare*	\$ 1,336,493	\$ 1,256,985
Medical assistance	285,932	217,594
Blue Cross Blue Shield payors	1,111,261	1,057,184
Other third-party payors	603,806	553,549
Self-pay patients	28,795	27,625
Total net patient service revenue	<u>\$ 3,366,287</u>	<u>\$ 3,112,937</u>

* Includes Medicare Fee for Service as well as Medicare Advantage from commercial payors

In 2019, revenue from Medicare and Blue Cross Blue Shield accounted for 40% and 33%, respectively, of total patient service revenue, net of contractual allowances and discounts. In 2018, revenue from Medicare and Blue Cross Blue Shield accounted for 40% and 34%, respectively, of total patient service revenue, net of contractual allowances and discounts. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. As a result, there is at least a reasonable possibility recorded estimates will change by a material amount. Estimated reimbursement amounts are adjusted in subsequent periods as cost reports are prepared and filed and as final settlements are determined (in relation to certain government programs, primarily Medicare, this is generally referred to as the "cost report" filing and settlement process).

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Patient Accounts Receivable

Patient accounts receivable are recorded at net realizable value based on certain assumptions determined by each payor. For third-party payors including Medicare, Medicaid, and Managed Care, the net realizable value is based on the estimated contractual reimbursement percentage, which is based on current contract prices or historical paid claims data by payor. For self-pay accounts receivable, which includes patients who are uninsured and the patient responsibility portion for patients with insurance, the net realizable value is determined using estimates of historical collection experience without regard to aging category. The Health Network accounts for adjustments to previous reimbursement estimates as contractual allowance adjustments and records them in the year that such adjustments become known.

The mix of gross receivables from patients and payors was as follows at December 31:

	2019	2018
Medicare*	36.2%	34.9%
Medical assistance	12.8%	13.3%
Blue Cross Blue Shield payors	22.3%	19.7%
Other third-party payors	26.0%	29.5%
Self-pay patients	2.7%	2.6%
	<u>100.0%</u>	<u>100.0%</u>

* Includes Medicare Fee for Service as well as Medicare Advantage from commercial payors

Other Operating Revenue

Other operating revenue includes among other things, grants, contracted physician services and other ancillary hospital services revenue such as parking, cafeteria, tuition and rent. Other operating revenue also includes the Health Network's proportionate share of affiliate earnings. All other operating revenue is composed of exchange transactions subject to ASC 606, with the exception of certain state and federal grants, which are non-exchange transactions and considered contributions for accounting purposes.

The composition of other operating revenue is as follows for the years ended December 31:

	2019	2018
Ancillary services	\$ 55,164	\$ 47,415
Grant revenue	44,664	41,132
Physician services	24,736	17,749
Supply chain revenue	9,977	9,317
Other miscellaneous revenue	65,508	50,701
Total other operating revenue	<u>\$ 200,049</u>	<u>\$ 166,314</u>

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

5. Investments

In 2018, the Health Network elected to early adopt new guidance (ASU 2016-01, *Financial Instruments*) requiring all equity investments, other than those accounted for under the equity method or those that result in the consolidation of the investee, to be measured at fair value with changes in the fair value recognized through net income.

The cost or amortized cost, gross unrealized gains and losses and fair value of investments in debt securities classified as available-for-sale at December 31, 2019 were as follows:

	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Debt securities				
U.S. Treasury and agency obligations	\$ 40,289	\$ 397	\$ (35)	\$ 40,651
Agency mortgage-backed securities	3,472	56	-	3,528
Asset-backed and other loan-backed securities	2,698	50	-	2,748
Corporate and other debt securities	32,739	783	(4)	33,518
Total debt securities	\$ 79,198	\$ 1,286	\$ (39)	\$ 80,445

The cost or amortized cost, gross unrealized gains and losses and fair value of investments in debt securities classified as available-for-sale at December 31, 2018 were as follows:

	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Debt securities				
U.S. Treasury and agency obligations	\$ 25,343	\$ 85	\$ (647)	\$ 24,781
Agency mortgage-backed securities	4,482	-	(49)	4,433
Asset-backed and other loan-backed securities	3,196	18	(5)	3,209
Corporate and other debt securities	39,836	71	(649)	39,258
Total debt securities	\$ 72,857	\$ 174	\$ (1,350)	\$ 71,681

The gross unrealized losses and fair value of debt securities classified as available-for-sale by investment category and length of time an individual security was in a continuous unrealized loss position at December 31, 2019 were as follows:

	Less than 12 months		12 months or greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Debt securities						
U.S. Treasury and agency obligations	\$14,550	\$ (34)	\$ 2,997	\$ (1)	\$17,547	\$ (35)
Corporate and other debt securities	1,264	(1)	1,005	(3)	2,269	(4)
Total debt securities	\$15,814	\$ (35)	\$ 4,002	\$ (4)	\$19,816	\$ (39)

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The gross unrealized losses and fair value of debt securities classified as available-for-sale by investment category and length of time an individual security was in a continuous unrealized loss position at December 31, 2018 were as follows:

	Less than 12 months		12 months or greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Debt securities						
U.S. Treasury and agency obligations	\$ 755	\$ (1)	\$21,247	\$ (646)	\$22,002	\$ (647)
Agency mortgage-backed securities	3,242	(12)	1,191	(37)	4,433	(49)
Asset-backed and other loan-backed securities	-	-	495	(5)	495	(5)
Corporate and other debt securities	14,045	(136)	18,718	(513)	32,763	(649)
Total debt securities	\$18,042	\$ (149)	\$41,651	\$ (1,201)	\$59,693	\$ (1,350)

At December 31, 2019 and 2018, the Health Network held available-for-sale debt securities with gross unrealized losses of \$39 and \$1,350, respectively. Management evaluated the unrealized losses and determined that they were due primarily to volatility in the interest rate environment and market conditions. The Health Network does not intend to sell the related debt securities, and it is not likely that the Health Network will be required to sell the debt securities before recovery of their amortized cost basis, which may be maturity. Therefore, management does not consider the available-for-sale debt securities to be other-than-temporarily impaired as of December 31, 2019 and 2018.

The realized losses on the available-for-sale debt securities were \$56 and \$181 for the years ended December 31, 2019 and 2018 and no other-than-temporary impairments were recognized.

The amortized cost and fair value of available-for-sale debt securities at December 31, 2019 and 2018 are shown below by contractual maturity. Expected maturities could differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	2019		2018	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year or less	\$ 8,028	\$ 8,042	\$ 7,780	\$ 7,739
Due after one year and within five years	40,069	40,540	35,256	34,662
Due five years through ten years	24,248	24,876	21,182	20,659
Due after ten years	684	713	961	979
Asset-backed and other loan-backed securities	6,169	6,274	7,678	7,642
Total	\$ 79,198	\$ 80,445	\$ 72,857	\$ 71,681

Allegheny Health Network
Notes to Consolidated Financial Statements
December 31, 2019 and 2018

(in thousands of dollars)

Board designated, restricted and other investments consist of the following investments at December 31:

	2019	2018
Cash and cash equivalents	\$ 44,620	\$ 210,924
Debt securities		
U.S. Treasury and agency obligations	263,328	95,217
Agency mortgage-backed securities	3,495	4,422
Asset-backed and other loan-backed securities	2,779	2,928
Corporate and other debt securities	77,381	88,992
Total debt securities	346,983	191,559
Equity securities		
Domestic	160,382	118,952
Foreign	123,266	88,002
Total equity securities	283,648	206,954
Common collective trust interests	7,744	6,373
Total board designated, restricted and other investments	<u>\$ 682,995</u>	<u>\$ 615,810</u>

Board designated, restricted and other investments consist of the following components at December 31:

	2019	2018
Assets without donor restrictions		
Other investments	\$ 505,099	\$ 332,584
Board designated		
Foundation	34,638	33,197
Bond project funds	55,445	167,752
Self-insurance	1,926	2,629
Grant funds and other	22,874	25,857
Total assets without donor restrictions	619,982	562,019
Assets with donor restrictions	63,013	53,791
Total board designated, restricted and other investments	<u>\$ 682,995</u>	<u>\$ 615,810</u>

The following is a summary of net investment income for the year ended December 31, 2019:

	Without Donor Restrictions	With Donor Restrictions
Interest and dividends	\$ 28,247	\$ 6,798
Net realized gains on investments	4,235	6,658
Net unrealized gains on board designated, restricted and other investments	39,760	37,022
Total net investment income	<u>\$ 72,242</u>	<u>\$ 50,478</u>

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The following is a summary of net investment income for the year ended December 31, 2018:

	Without Donor Restrictions	With Donor Restrictions
Interest and dividends	\$ 23,732	\$ 6,185
Net realized gains on investments	9,182	14,698
Net unrealized losses on board designated, restricted and other investments	(26,639)	(35,310)
Total net investment income	<u>\$ 6,275</u>	<u>\$ (14,427)</u>

The recognition of unrealized gains and losses on investments that are restricted as to use are recorded directly to net assets with donor restrictions as required by donor or regulation. These investments consist primarily of equity securities, agency mortgage-backed securities, corporate debt securities and U.S. Treasury obligations. All unrealized gains and losses on marketable board designated and other investments are recognized in net investment income on the consolidated statements of operations.

6. Fair Value of Financial Instruments

Input levels, as defined by Fair Value Measurement guidance, are as follows:

Level 1: Pricing inputs are based on unadjusted quoted market prices for identical financial assets or liabilities in active markets. Active markets are those in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Pricing inputs include observable inputs other than Level 1 pricing inputs, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Pricing inputs include unobservable inputs that are supported by little or no market activity and that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following methods and assumptions were used to determine the fair value of each class of the following assets and liabilities recorded at fair value in the consolidated balance sheets:

Cash equivalents: Cash equivalents consist of highly liquid investments with maturities of three months or less and are designated as Level 1.

Debt securities, available-for-sale: Fair values of available-for-sale debt securities are based on quoted market prices, where available. These fair values are obtained primarily from a third party pricing service, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures.

Equity securities: Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices for identical assets in active markets. For certain equity securities, quoted market prices for identical securities are not always available, and the fair value is estimated by reference to similar or underlying securities for which quoted prices are available. These securities are designated as Level 2. The Health Network also has certain private equity securities that do not have readily determinable fair values and are excluded from the fair value hierarchy. In prior years, these private equity securities were designated as Level 3, and the fair value was estimated through a private valuation.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Board designated, restricted and other investments: Board designated, restricted and other investments include cash equivalents, debt securities and equity securities that follow the same methods and assumptions and fair value designations described above.

Beneficial interest in participating trusts: Donor-restricted net assets consist of amounts held in perpetuity as designated by donors, including the Health Network's portion of beneficial interests in several endowments managed by donor-selected trustees. The fair value for endowments managed by donor-selected trustees are designated as Level 3 securities with the interest in these trusts based on the fair value of the underlying trust investments.

The Health Network uses a third party pricing service to obtain quoted prices for each security. The third party service provides pricing based on recent trades of the specific security or like securities, as well as a variety of valuation methodologies for those securities where an observable market price may not exist. The third party service may derive pricing for Level 2 securities from market-corroborated pricing, matrix pricing, discounted cash flow analyses and inputs such as yield curves and indices. Pricing for Level 3 securities may be obtained from investment managers for private placements.

Certain invested assets are valued at NAV as a practical expedient to fair value. The holdings of the underlying investments are measured at fair value as of the reporting date. These investments, if sold, are probable of being sold at amounts equal to net asset value per share.

The Health Network performs an analysis of reasonableness of the prices received for fair value by monitoring month-to-month fluctuations and determining reasons for significant differences, selectively testing fair values against prices obtained from other sources, and comparing the consolidated fair value of a class of assets against an appropriate index benchmark. The Health Network did not make material adjustments to the quoted market prices obtained from third party pricing services.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The following table summarizes fair value measurements by level at December 31, 2019 for financial assets measured at fair value on a recurring basis:

	Total	Fair Value Measurement			Net Asset Value
		Level 1	Level 2	Level 3	
Assets					
Cash and cash equivalents	\$ 160,179	\$ 160,179	\$ -	\$ -	\$ -
Investments					
Debt securities, available-for-sale					
U.S. Treasury and agency obligations	40,651	37,844	2,807	-	-
Agency mortgage-backed securities	3,528	-	3,528	-	-
Asset-backed and other loan-backed securities	2,748	-	2,748	-	-
Corporate and other debt securities	33,518	-	33,518	-	-
Total debt securities	80,445	37,844	42,601	-	-
Equity securities					
Domestic	5,438	5,438	-	-	-
Foreign	8,299	8,299	-	-	-
Total equity securities	13,737	13,737	-	-	-
Board designated, restricted and other investments					
Cash and cash equivalents	44,620	44,620	-	-	-
Debt securities					
U.S. Treasury and agency obligations	263,328	262,327	1,001	-	-
Agency mortgage-backed securities	3,495	-	3,495	-	-
Asset-backed and other loan-backed securities	2,779	-	2,779	-	-
Corporate and other debt securities	77,381	-	77,381	-	-
Equity securities					
Domestic	152,883	152,883	-	-	-
Foreign	123,266	123,266	-	-	-
Common collective trust interests	7,744	-	-	-	7,744
Total board designated, restricted and other investments	675,496	583,096	84,656	-	7,744
Beneficial interest in perpetual trusts	263,002	-	-	263,002	-
457(b) plan assets	40,359	40,359	-	-	-
Total	\$1,233,218	\$835,215	\$127,257	\$ 263,002	\$ 7,744

The table above excludes privately held equities of \$7,499 included with board designated, restricted and other investments on the consolidated balance sheets.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The following table summarizes fair value measurements by level at December 31, 2018 for financial assets measured at fair value on a recurring basis:

	Total	Fair Value Measurement			Net Asset Value
		Level 1	Level 2	Level 3	
Assets					
Cash and cash equivalents	\$ 162,504	\$162,504	\$ -	\$ -	\$ -
Investments					
Debt securities, available-for-sale					
U.S. Treasury and agency obligations	24,781	20,542	4,239	-	-
Agency mortgage-backed securities	4,433	-	4,433	-	-
Asset-backed and other loan-backed securities	3,209	-	3,209	-	-
Corporate and other debt securities	39,258	-	39,258	-	-
Total debt securities	71,681	20,542	51,139	-	-
Equity securities					
Domestic	3,782	3,782	-	-	-
Foreign	6,733	6,733	-	-	-
Total equity securities	10,515	10,515	-	-	-
Board designated, restricted and other investments					
Cash and cash equivalents	210,924	210,924	-	-	-
Debt securities					
U.S. Treasury and agency obligations	95,217	49,307	45,910	-	-
Agency mortgage-backed securities	4,422	-	4,422	-	-
Asset-backed and other loan-backed securities	2,928	-	2,928	-	-
Corporate and other debt securities	88,992	-	88,992	-	-
Equity securities					
Domestic	111,453	111,453	-	-	-
Foreign	88,002	88,002	-	-	-
Common collective trust interests	6,373	-	-	-	6,373
Total board designated, restricted and other investments	608,311	459,686	142,252	-	6,373
Beneficial interest in perpetual trusts	228,266	-	-	228,266	-
457(b) plan assets	30,753	30,753	-	-	-
Total	\$ 1,112,030	\$684,000	\$ 193,391	\$ 228,266	\$ 6,373

The table above excludes privately held equities of \$7,499 included with board designated, restricted and other investments on the consolidated balance sheets.

Transfers between levels, if any, are recorded annually as of the end of the reporting period unless, with respect to a particular issue, a significant event occurred that necessitated the transfer be reported at the date of the event. There were no material transfers from Level 3 during the years ended December 31, 2019 and 2018.

The changes in fair value for assets measured using significant unobservable inputs (Level 3) were as follows for the years ended December 31:

	Beneficial Interest in Perpetual Trusts	
	2019	2018
Balance at January 1	\$ 228,266	\$ 251,177
Net unrealized gains (losses)	32,656	(33,030)
Net realized gains	11,805	19,332
Transfers out of trusts	(9,725)	(9,213)
Balance at December 31	\$ 263,002	\$ 228,266

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Beginning in 2019, certain private equity securities are no longer carried at fair value under ASU 2016-01, Financial Instruments. The carrying value of these securities was \$7,499 at December 31, 2019 and 2018. No impairments or adjustments for observable price changes on equities without readily determinable fair value occurred during 2019.

The following table summarizes the nature of the funds valued based on net asset value as a practical expedient for fair value as of December 31, 2019:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust interests	\$ 7,744	\$ -	Quarterly	60 Days

The following table summarizes the nature of the funds valued based on net asset value as a practical expedient for fair value as of December 31, 2018:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust interests	\$ 6,373	\$ -	Quarterly	60 Days

Fair Value Option

The Health Network elected the fair value option for its investments, with the exception of the available-for-sale debt securities held by Palladium. At December 31, 2019 and 2018, the Health Network reported investments of \$619,982 and \$562,019, respectively under the fair value option within board designated, restricted and other investments at fair value on the consolidated balance sheets. The Health Network has recorded unrealized gains (losses) of \$39,760 and \$(26,639) (included in net investment income on the consolidated statements of operations) for the years ended December 31, 2019 and 2018, respectively.

7. Equity Method Investments

The Health Network has ownership interests in various health-related ventures which were formed to reduce the costs and increase effectiveness in providing community service benefits. These include ventures which provide laboratory, ambulance, oncology and other services and are accounted for under the equity method of accounting. The accompanying consolidated balance sheets reflect equity investments as follows for December 31:

	<u>2019</u>		<u>2018</u>	
	<u>Ownership Interest</u>	<u>Investment Balance</u>	<u>Ownership Interest</u>	<u>Investment Balance</u>
Associated Clinical Labs	12.3%	\$ 9,316	12.3%	\$ 9,152
Vantage Holding Company	52.3%	7,452	52.3%	7,092
AHN-LECOM JV, LLC	50.0%	5,279	50.0%	4,670
Jefferson Medical Associates	43.8%	5,181	43.8%	5,024
Regional Cancer Center	50.0%	5,000	50.0%	6,676
EmergyCare, Inc.	50.0%	3,297	50.0%	3,134
AHN Emergency Medicine Management, LLC	50.0%	2,108	50.0%	2,151
Community Blood Bank of Erie County	40.0%	1,321	40.0%	1,431
Other (a)	various	7,164	various	4,004
		<u>\$ 46,118</u>		<u>\$ 43,334</u>

(a) Consists of various individually immaterial investments of varying ownership interests (ranging from <2% to 50%).

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Total assets, liabilities, and net assets of the equity investees were approximately \$550,736, \$257,347, and \$293,389, respectively, at December 31, 2019 and \$175,160, \$75,384, and \$99,776, respectively, at December 31, 2018. Total revenues, expenses and net income of the equity investees was approximately \$241,090, \$207,316, and \$33,774, respectively, for the year ended December 31, 2019 and \$186,649, \$165,079, and \$21,570, respectively, for the year ended December 31, 2018.

Differences, if any, between the carrying amount of the investment and the amount of underlying equity in net assets of the investment are, in the opinion of management, deemed to be immaterial in the aggregate.

In 2018, AHN entered into an agreement with the LECOM Health Affiliates, LLC ("LECOM Health") to form a joint venture ("AHN-LECOM JV") for the purpose of holding membership interests in Warren General Hospital ("WGH"), an acute care hospital operating in Warren, Pennsylvania. AHN maintains an ownership of 50% in the AHN-LECOM JV, but does not control the joint venture. AHN recognizes its interests in the joint venture under the equity method of accounting. In August 2018, AHN-LECOM JV made a contribution of \$9,500 to WGH, and assumed a 45% membership interest, and the right to appoint members to the board of directors of WGH, who control a non-majority portion of the voting power. The AHN-LECOM JV also holds certain reserve powers over WGH. The AHN-LECOM JV has agreed to provide a line of credit to WGH and has a call option, subject to certain financial triggers, to become the sole member of WGH.

8. Property and Equipment, Net

Property and equipment was comprised of the following at December 31:

	2019	2018
Land, buildings and leasehold improvements	\$ 1,080,541	\$ 942,585
Equipment	852,077	720,473
Capitalized software	78,484	77,039
Total depreciable assets	2,011,102	1,740,097
Less: accumulated depreciation	(861,680)	(677,594)
Net depreciable assets	1,149,422	1,062,503
Construction in progress	437,966	303,429
Property and equipment, net	\$ 1,587,388	\$ 1,365,932

Depreciation expense amounted to \$156,680 and \$143,209 for 2019 and 2018, respectively.

The Health Network capitalizes interest on certain assets that require a period of time to prepare for their intended use. The amount capitalized is based on the weighted average outstanding borrowing rate. For the years ended December 31, 2019 and 2018, the Health Network capitalized \$13,379 and \$4,335, respectively.

9. Employee Benefit Plans

Defined Benefit Plans

The Health Network covers certain employees meeting age and service requirements through multiple non-contributory defined benefit pension plans (the "pension plans"): Retirement Plan for Eligible Represented Employees of West Penn Allegheny Health System; Retirement Plan for Eligible Non-Represented Employees of West Penn Allegheny Health System, Jefferson Retirement Plan (the "JRMPC pension plan"), and Saint Vincent Health System Pension Plan (the "SVHS pension plan"). The JRMPC pension plan, SVHS pension plan and the benefits for non-represented employees in the WPAHS pension plan are frozen. As of December 31, 2019, the pension plans' sponsorship was transitioned to Highmark Health. As of December 31, 2018, the Retirement Plan for Eligible Non-Represented Employees of West Penn Allegheny Health System merged into the Retirement Plan for Eligible Represented Employees of West Penn

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Allegheny Health System, and the plan was renamed the Retirement Plan for Eligible Employees of West Penn Allegheny Health System (the "WPAHS pension plan").

The Health Network funds its pension plans according to minimum funding requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. During 2020, the Health Network expects to contribute \$46,000 to the pension plans related to the 2019 plan year. No contributions are planned to be allocated to the 2020 plan year.

The amounts recognized in the consolidated balance sheets at December 31, are as follows:

	2019	2018
Accumulated benefit obligation	\$ 1,351,484	\$ 1,247,753
Change in benefit obligations		
Benefit obligations at beginning of year	\$ 1,251,320	\$ 1,345,013
Service cost	4,512	5,696
Interest cost	45,276	40,229
Participant contributions	12	16
Benefit payments	(72,676)	(69,960)
Curtailment gain	-	(247)
Actuarial loss (gain)	128,646	(69,427)
Benefit obligations at end of year	\$ 1,357,090	\$ 1,251,320
Change in plan assets		
Net plan assets at beginning of year	\$ 920,302	\$ 1,003,337
Actual return on plan assets	184,332	(73,063)
Participant contributions	12	16
Employer contributions	36,540	59,972
Benefit payments	(72,676)	(69,960)
Net plan assets at end of year	\$ 1,068,510	\$ 920,302
Amounts recognized in the consolidated balance sheets		
Benefit plan liabilities	\$ (288,580)	\$ (331,018)
Amounts included in net assets without donor restriction		
Actuarial loss	(186,950)	(178,416)
Net amounts recognized	\$ (186,950)	\$ (178,416)

The estimated actuarial loss for the pension plans that will be amortized from net assets in 2020 is \$4,000.

The following table provides the components of net periodic benefit credit for the years ended December 31:

	2019	2018
Service cost	\$ 4,512	\$ 5,696
Interest cost	45,276	40,229
Expected return on plan assets	(68,793)	(70,150)
Amortization of actuarial loss	1,530	1,286
Settlement loss	3,043	822
Net periodic benefit credit	\$ (14,432)	\$ (22,117)

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The Health Network's weighted-average assumptions related to the calculation of the pension benefit obligations and net periodic benefit cost for the pension and other post-retirement plans are presented in the table below:

	<u>2019</u>	<u>2018</u>
Weighted-average assumptions		
Discount rate - benefit obligations	3.05%	4.09%
Discount rate - net periodic costs	4.09%	3.59%
Expected return on plan assets	7.27%	7.28%
Rate of compensation increase	2.45 - 6.09%	2.45 - 6.09%

The expected return on pension plan assets is developed using inflation expectations, risk factors and input from actuaries to arrive at a long-term nominal expected return for each asset class. The nominal expected return for each asset class is then weighted based on the target asset allocation to develop the expected long-term rate of return on plan assets.

Estimated benefit payments are expected as follows:

2020	\$	131,000
2021	\$	89,000
2022	\$	91,000
2023	\$	92,000
2024	\$	92,000
2025-2029	\$	419,000

The pension plans' overall investment strategies are determined by the plans' investment committees, investment advisors and plan administrators. Overall, the goals of the Health Network are to achieve sufficient diversification of asset types, fund strategies and fund managers in order to minimize volatility and maximize returns over the long term, while still having sufficient funds to pay those benefits due in the near term.

The Health Network's pension plans primarily set an investment strategy to achieve a mix of 25% of long-duration fixed income securities meant to hedge the benefit obligations, 73% of investments for long-term growth and 2% for near-term benefit payments with a diversification of asset types, fund strategies and fund managers. The target allocations for the Health Network's plans assets are approximately 25% fixed income securities, 60% equity securities, 13% alternative investments and 2% cash equivalents. Equity securities primarily include stock investments in U.S. developed and emerging market corporations. Fixed income securities primarily include bonds of domestic and foreign companies from diversified industries, domestic mortgage-backed securities and bonds of U.S. and foreign governments and agencies. Alternative investments include investments in real estate and private equity funds that follow several different strategies.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The following table summarizes the fair value measurements by level at December 31, 2019:

	Total	Fair Value Measurement			Net Asset Value
		Level 1	Level 2	Level 3	
Pension plan assets					
Cash and cash equivalents	\$ 501	\$ 501	\$ -	\$ -	\$ -
Debt securities					
U.S. Treasury and agency obligations	79,395	75,412	3,983	-	-
Agency mortgage-backed securities	7,387	-	7,387	-	-
State and political obligations	6,171	-	6,171	-	-
Commercial mortgage-backed securities	3,231	-	3,095	136	-
Residential mortgage-backed securities	321	-	321	-	-
Asset-backed securities	12,748	-	11,898	850	-
Corporate and other debt securities	165,250	-	165,250	-	-
Total debt securities	274,503	75,412	198,105	986	-
Equity securities					
Domestic	219,139	219,136	3	-	-
Foreign	82,457	82,457	-	-	-
Total equity securities	301,596	301,593	3	-	-
Registered investment company shares	439,324	439,324	-	-	-
Private limited partnerships	49,911	-	-	-	49,911
Total	\$ 1,065,835	\$ 816,830	\$ 198,108	\$ 986	\$ 49,911

At December 31, 2019, the fair value of pension plan assets excluded accrued interest and other receivables of \$2,676.

The following table summarizes the fair value measurements by level at December 31, 2018:

	Total	Fair Value Measurement			Net Asset Value
		Level 1	Level 2	Level 3	
Pension plan assets					
Cash and cash equivalents	\$ 815	\$ 815	\$ -	\$ -	\$ -
Debt securities					
U.S. Treasury and agency obligations	81,665	77,096	4,569	-	-
Agency mortgage-backed securities	6,225	-	6,225	-	-
State and political obligations	7,465	-	7,465	-	-
Commercial mortgage-backed securities	4,327	-	4,327	-	-
Residential mortgage-backed securities	454	-	454	-	-
Asset-backed securities	18,616	-	18,616	-	-
Corporate and other debt securities	138,660	-	138,410	250	-
Total debt securities	257,412	77,096	180,066	250	-
Equity securities					
Domestic	189,979	189,736	111	132	-
Foreign	67,935	67,935	-	-	-
Total equity securities	257,914	257,671	111	132	-
Registered investment company shares	365,909	365,909	-	-	-
Common collective trust interests	699	-	699	-	-
Private limited partnerships	34,377	-	-	-	34,377
Total	\$ 917,126	\$ 701,491	\$ 180,876	\$ 382	\$ 34,377

At December 31, 2018, the fair value of pension plan assets excluded accrued interest and other receivables of \$3,176.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

The changes in fair value for pension plan assets measured using significant unobservable inputs (Level 3) for the years ended December 31 were as follows:

	2019	2018
Balance at January 1	\$ 382	\$ 500
Realized net (loss) gain on investments	(8)	2
Purchases	100	250
Sales	(242)	(252)
Transfers in	886	132
Transfers out	(132)	(250)
Balance at December 31	\$ 986	\$ 382

The following table summarizes the nature of the funds valued based on net asset value as a practical expedient for fair value as of December 31, 2019:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Private limited partnerships	\$ 49,911	\$ 23,000	Quarterly	30 Days

The following table summarizes the nature of the funds valued based on net asset value as a practical expedient for fair value as of December 31, 2018:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Private limited partnerships	\$ 34,377	\$ 28,000	Quarterly	30 Days

Defined Contribution Plans

The Health Network sponsors several forms of defined contribution savings plans including: 403(b), 401(a), and 401(k) plans under the Internal Revenue Code. While a number of the plans are frozen, certain plans continue to provide employer matching at various levels. Effective January 1, 2018, a new defined contribution plan was established for the benefit of substantially all Health Network employees, except for those governed by a collective bargaining agreement that permits continued participation in a legacy defined contribution plan. The Health Network's expense associated with contributions to these savings plans was \$60,183 and \$50,022 for the years ended December 31, 2019 and 2018, respectively.

Deferred Compensation Plans

The Health Network sponsors multiple deferred compensation plans, for a select group of management and highly compensated employees, which are governed by Internal Revenue Code Section 457(b). Salary deferrals are subject to Code 457(b) limits. The Health Network makes no employer contributions to the plan. The related plan assets, while held in a separate trust, are recorded on the accompanying consolidated balance sheets within the caption of other assets, and the offsetting liabilities are included within other liabilities. At December 31, 2019 and 2018 these assets were \$40,359 and \$30,753, respectively. The Health Network is not at risk for any negative changes to the market value of these assets.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

10. Debt

The Health Network's total debt consisted of the following at December 31:

	2019	2018
AHN Series 2018 revenue bonds	\$ 985,858	\$ 991,069
Mortgage loan, due March 15, 2032, interest at 6.00%	21,351	22,059
Capital leases payable due through 2021 at varying interest rates	-	3,685
Mortgage and other loans due through 2024 at varying interest rates	6,403	6,521
Total debt	\$ 1,013,612	\$1,023,334
Less: current portion	(8,147)	(9,505)
Total debt, net of current portion	\$ 1,005,465	\$1,013,829

A summary of aggregate maturities on debt is as follows:

Years ending December 31,

2020	8,147
2021	7,306
2022	25,721
2023	26,280
2024	26,414
Thereafter	919,744
Total	\$ 1,013,612

Allegheny Health Network - Allegheny County Hospital Development Authority Revenue Bonds

Series 2018 Revenue Bonds

In August 2018, the Health Network issued tax exempt revenue bonds with a par value of \$943,365 (Series 2018A) through the Allegheny County Hospital Development Authority ("ACHDA") at a premium of \$56,639 for total proceeds of \$1,000,004. The proceeds were used to refund previously issued Series 2017 Revenue Bonds resulting in a loss on debt refinancing of \$7,495 reported on the consolidated statement of operations in 2018. The Series 2018 Revenue Bonds consist of both serial and term bonds scheduled to mature at various dates through April 2047. Interest rates are fixed and range from 4.00% to 5.00%. The Health Network is required to pay interest only through 2021, with level debt service thereafter consisting of principal and interest. The unamortized premium was \$49,372 and \$54,823 at December 31, 2019 and 2018, respectively. Deferred bond issuance costs of \$7,199 were recognized in 2018 in association with the issuance and reported on the consolidated balance sheets with long-term debt. The bonds are collateralized by the gross receivables and other property of the Health Network.

Other

SVHS has an outstanding mortgage loan of \$21,351 and \$22,059 at December 31, 2019 and 2018, respectively, related to a medical office building. The mortgage note matures on March 15, 2032 and requires monthly principal and interest payments. The related medical office building is pledged as collateral on the loan and has a carrying value of \$18,359 and \$19,105 at December 31, 2019 and 2018, respectively.

Several of the debt agreements referred to above contain covenants, including covenants relating to debt service coverage and financial reporting. At December 31, 2019 and 2018, the Health Network was in compliance with all debt covenants that could affect the financial position or results from operations.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

11. Income Taxes

The components of the income tax (benefit) expense were as follows for the years ended December 31:

	<u>2019</u>	<u>2018</u>
Federal		
Current	\$ (476)	\$ 1,461
Deferred	(2,157)	(836)
Total federal	<u>(2,633)</u>	<u>625</u>
State		
Current	922	671
Deferred	(2,358)	49
Total state	<u>(1,436)</u>	<u>720</u>
Total income tax (benefit) expense	<u>\$ (4,069)</u>	<u>\$ 1,345</u>

There were no foreign current or deferred provisions for the years ended December 31, 2019 and 2018.

The components of deferred income taxes were as follows at December 31:

	<u>2019</u>	<u>2018</u>
Deferred tax assets		
Other payables and accrued expenses	\$ 2,580	\$ 2,359
Net operating loss carryforwards	84,189	84,386
Investment in partnerships	3,257	3,281
Total deferred tax assets	90,026	90,026
Less: valuation allowance	(78,489)	(82,912)
Total deferred tax assets, net of valuation allowance	<u>11,537</u>	<u>7,114</u>
Deferred tax liabilities		
Goodwill and other intangibles	1,652	1,711
Property and equipment	5,011	5,117
Net unrealized gains on available-for-sale securities	618	-
Other payables and accrued expenses	-	8
Total deferred tax liabilities	<u>7,281</u>	<u>6,836</u>
Net deferred tax asset	<u>\$ 4,256</u>	<u>\$ 278</u>

The realization of net deferred tax assets is dependent on the Health Network's ability to generate sufficient taxable income in future periods. The amount of deferred tax assets considered realizable, however, could change if estimates of future taxable income change.

While the majority of entities within the Health Network are not-for-profit, there are a limited number of entities organized as for-profit companies. These include HMPG and its subsidiaries as well as several physician practices consolidated within WPAHS.

At December 31, 2019, various subsidiaries and affiliates of the Health Network had state net operating loss carryforwards totaling \$290,456 that expire between 2020 and 2039 and are available to offset future state taxable income of the subsidiary that generated the loss carryforward. The utilization of the state net operating loss carryforwards is subject to certain limitations; therefore, the Health Network recognized a valuation allowance given uncertainty surrounding the realizability of the carryforwards.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

At December 31, 2019, the Health Network had federal net operating loss carryforwards, related to subsidiaries of \$290,610, which expire in various amounts through 2039. The utilization of the federal net operating loss carryforwards is subject to certain limitations; therefore, the Health Network recognized a valuation allowance for that portion of the federal net operating loss carryforward not expected to be utilized.

A reconciliation of income tax (benefit) expense recorded in the consolidated statements of operations and amounts computed at the statutory federal rate were as follows for the years ended December 31:

	2019	2018
Income taxes at statutory rate	\$ 19,756	\$ 879
Tax exempt income	(20,592)	(5,085)
Valuation allowance adjustments	(1,918)	2,312
State taxes, net of federal tax benefit	(1,646)	569
Nondeductible compensation	638	909
Equity adjustment - partnership	1,268	-
Transportation fringe benefit	(1,116)	1,497
Other	(459)	264
Total income tax (benefit) expense	<u>\$ (4,069)</u>	<u>\$ 1,345</u>

The Health Network has no uncertain tax positions for 2019 or 2018 and does not anticipate any uncertain tax positions in 2020.

12. Leases

The Health Network enters into lease arrangements for real estate and equipment. The Health Network leases a significant number of physician offices, outpatient facilities and administrative offices. Additionally, the Health Network leases medical equipment and vehicles.

It is determined if an arrangement is or contains a lease at inception of the contract. Right-of-use assets represent the right to use the underlying assets for the lease term and lease liabilities represent the obligation to make lease payments arising from the leases. Right-of-use assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Health Network uses its estimated incremental borrowing rate, which is derived using a collateralized borrowing rate for the same currency and term as the associated lease. A right-of-use asset and lease liability is not recognized for leases with an initial term of 12 months or less and the Health Network recognizes lease expense for these leases over the lease term within other operating expenses.

Real estate leases include multiple optional renewal periods. The Health Network will evaluate extension periods within one year of expiration of the lease term.

Real estate leases include fixed rental payments. Most leases include lease payment increases at pre-determined dates. There are a number of leases that require separate payments to the lessor based on the lessor's property and casualty insurance costs and the property taxes assessed on the property, as well as a portion of the common area maintenance associated with the property.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

Rent expense associated with leases was as follows for the year ended December 31, 2019:

Finance lease cost:	
Amortization of right of use assets	\$ 1,674
Interest on lease liabilities	100
Operating lease cost	46,831
Short-term/variable lease cost	9,601
Total lease cost	<u>\$ 58,206</u>

During the year ended December 31, 2019, cash and non-cash activities associated with leases was as follows:

Cash paid for amounts included in the measurement of	
Operating cash flows from operating leases	\$ 46,831

Non-cash investing and financing activities:

Additions to ROU assets obtained from:

New operating lease liabilities	\$ 114,027
New finance lease liabilities	73,201

As of December 31, 2019, the weighted-average remaining lease term and discount rate on finance and operating leases was as follows:

Weighted-average remaining lease term - finance leases	16 years
Weighted-average remaining lease term - operating leases	8 years
Weighted-average discount rate - finance leases	4.4%
Weighted-average discount rate - operating leases	4.2%

The future payments due under operating and finance leases as of December 31, 2019 is as follows:

	Operating Leases	Finance Leases
Years ending December 31,		
2020	\$ 52,885	\$ 6,907
2021	49,310	5,100
2022	41,546	5,202
2023	33,272	5,306
2024	27,589	5,412
Thereafter	166,436	67,278
Total	<u>371,038</u>	<u>95,205</u>
Less: effects of discounting	<u>(83,390)</u>	<u>(17,631)</u>
Lease liabilities recognized	<u>\$ 287,648</u>	<u>\$ 77,574</u>

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

13. Insurance Coverage

Professional Liability

Palladium provides medical professional liability coverage on a claims-made basis to the Health Network and its employed physicians and also on a claims-made or occurrence basis to its affiliated physicians and groups. Palladium provides general liability coverage on an occurrence basis. Defense costs with respect to medical professional liability and general liability are outside the limits and are unlimited. Overall coverage for professional liability extends to \$52,000 and general liability extends to \$46,000.

With respect to the primary layer of medical professional liability coverage, Palladium provides limits of \$500 per occurrence, \$2,500 aggregate per hospital and \$500 per occurrence, \$1,500 aggregate per physician to providers participating in the Pennsylvania Medical Care Availability and Reduction of Error ("MCARE") Fund, and limits of \$1,000 per occurrence, \$3,000 aggregate to providers and entities not participating in the MCARE Fund. The primary layer of general liability coverage affords limits of \$1,000 per occurrence, \$3,000 aggregate.

The excess policies written in 2019 and 2018 afford the following shared limits corresponding to the first through fifth excess layers respectively: \$2,000 per occurrence, \$8,000 aggregate with respect to medical professional liability; \$4,000 per occurrence, \$4,000 aggregate for WPAHS and \$4,000 per occurrence, \$4,000 aggregate all other insureds with respect to medical professional liability; \$5,000 per occurrence, \$10,000 aggregate with respect to medical professional liability and \$5,000 per occurrence, \$10,000 aggregate with respect to excess follow-form liability (which includes general liability, auto liability, employers' liability, helipad liability and non-owned aircraft liability and private police liability); \$5,000 per occurrence, \$5,000 aggregate with respect to medical professional liability and \$5,000 per occurrence, \$5,000 aggregate with respect to excess follow-form liability; \$10,000 per occurrence, \$10,000 aggregate with respect to medical professional liability and \$10,000 per occurrence, \$10,000 aggregate with respect to excess follow-form liability; \$25,000 each occurrence, \$25,000 aggregate with respect to excess health care liability. In 2019, the sixth excess was reduced to \$15,000 per occurrence, \$15,000 aggregate and a seventh excess was added with \$10,000 per occurrence, \$10,000 aggregate. The excess medical professional liability coverage is claims-made and the excess follow-form liability coverage is occurrence-based. The excess health care liability coverage afforded by the sixth layer for 2018 and the sixth and seventh layer for 2019 is occurrence-reported. Defense costs with respect to the excess layers are outside the limits and are unlimited.

In 2018, Palladium ceded 100% of the underlying risk for the third through sixth excess layers to third-party, highly-rated reinsurers. In 2019, Palladium ceded 100% of the underlying risk for the third through seventh excess layers to third-party, highly-rated reinsurers. Reinsurance contracts do not relieve Palladium from its obligations to participants. Additionally, failure of the reinsurers to honor their obligations could result in significant losses to Palladium.

Accordingly, Palladium continually evaluates the reinsurers' financial condition. The financial condition of third-party reinsurers is assessed by review of the reinsurers' A.M. Best rating. Palladium records an allowance for credit losses when it's believed that it will be unable to collect amounts due.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

As discussed briefly above, additional coverage is also provided for the Health Network by the MCARE Fund created by Pennsylvania Act No. 113 of 2002. Most of the Health Network's entities providing services in Pennsylvania are required to participate in the MCARE Fund. The MCARE Fund, an agency fund of the Commonwealth of Pennsylvania, provides coverage in excess of the required primary layer. The MCARE Fund exposure was capped at \$500 per incident and \$1,500 in aggregate for 2019 and 2018. The Health Network's annual surcharge premium for participation in the MCARE Fund was approximately \$7,236 and \$6,883 for 2019 and 2018, respectively which are included in the amounts charged to malpractice expense. No provision has been made for any future MCARE Fund assessments in the accompanying consolidated financial statements as the Health Network's portion of the MCARE Fund's unfunded liability could not be reasonably estimated.

14. Functional Expenses

The Health Network provides general health care services to residents within its geographic region. Expenses related to providing these services are as follows for the year ended December 31, 2019:

	Program Services		Supporting Activities		Total
	Healthcare Services	Research	Management & General	Fundraising	Expenses
Salaries, wages and fringe benefits	\$ 1,626,566	\$ 18,028	\$ 311,136	\$ 2,788	\$1,958,518
Patient care supplies	723,332	18,665	-	-	741,997
Professional fees and purchased services	359,390	3,226	39,932	729	403,277
Depreciation and amortization	142,704	770	15,856	-	159,330
Other operating expenses	247,614	5,834	32,777	219	286,444
Interest expense	24,320	-	2,702	-	27,022
	<u>\$ 3,123,926</u>	<u>\$ 46,523</u>	<u>\$ 402,403</u>	<u>\$ 3,736</u>	<u>\$3,576,588</u>

The Health Network provides general health care services to residents within its geographic region. Expenses related to providing these services are as follows for the year ended December 31, 2018:

	Program Services		Supporting Activities		Total
	Healthcare Services	Research	Management & General	Fundraising	Expenses
Salaries, wages and fringe benefits	\$ 1,502,711	\$ 17,459	\$ 285,286	\$ 2,073	\$1,807,529
Patient care supplies	645,763	17,603	-	-	663,366
Professional fees and purchased services	353,412	3,463	39,268	690	396,833
Depreciation and amortization	129,081	735	14,229	-	144,045
Other operating expenses	225,756	5,584	29,601	671	261,612
Interest expense	30,735	-	3,415	-	34,150
	<u>\$ 2,887,458</u>	<u>\$ 44,844</u>	<u>\$ 371,799</u>	<u>\$ 3,434</u>	<u>\$3,307,535</u>

15. Related Party Transaction

In the normal course of business, the Health Network has transactions with Highmark Health and its subsidiaries and affiliates.

Total net patient service revenue from insurance claims, quality incentive programs and Community Health Reinvestment grants were \$1,613,277 and \$1,514,187 for the years ended December 31, 2019 and 2018, respectively. Included within net patient receivable balances are related party receivables of \$194,083 and \$209,433 as of December 31, 2019 and 2018, respectively. Additionally, total payor advances amounted to \$30,609 and \$30,675 as of December 31, 2019 and 2018, respectively, and are reported in deferred revenue.

Allegheny Health Network

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

(in thousands of dollars)

In the normal course of business, the Health Network purchases certain services and receives shared service charges and allocations. Total purchased services and shared service charges were \$104,096 and \$90,758 for the year ended December 31, 2019 and 2018, respectively. At December 31, 2019 and 2018, \$21,513 and \$22,203, respectively, were outstanding and are included in accounts payable.

The Health Network has routinely received net asset transfers from Highmark Inc. in support of strategic capital improvements, service-line expansions and technology enhancements. For the years ended December 31, 2019 and 2018, the Health Network received \$289,593 and \$321,645, respectively, in transfers recorded as additions to net assets without donor restrictions. The majority of these transfers were specific to an intercompany funding agreement to finance necessary capital expenditure projects with the purpose of expanding services and healthcare capabilities that will serve to benefit Highmark Inc. policyholders in the western Pennsylvania region.

Effective January 1, 2018, the Health Network entered into a five year Clinical Affiliation Agreement (CAA) with Highmark Inc. in order for Highmark Inc.'s members to have access to high quality medical and healthcare services in western Pennsylvania and the surrounding community. Under the terms of the CAA, Highmark Inc. made an initial commitment of up to \$364,000 for 2018 subject to certain conditions, to the Health Network to fund certain initiatives and objectives in furtherance of the integrated delivery and financing system objective of delivering high quality, lower cost health care in the community. In 2018, Highmark funded \$322,685 under the CAA, primarily in the form of equity transfers. In 2019, Highmark Inc. authorized up to \$350,000 and funded \$314,390.

16. Contingencies

Participation in government-sponsored healthcare programs, subjects the Health Network to a variety of federal laws and regulations and risks associated with audits conducted under these programs. These audits may occur in years subsequent to the Health Network providing the relevant services under audit. These risks may include reimbursement claims as well as potential fines and penalties. The Health Network believes, based on consultation with legal counsel, adequate provision has been made in the financial statements for any potential liability related to these matters, and the amount of ultimate liability is not expected to materially affect the financial position or results from operations.

The Health Network is subject to various other contingencies, including legal and compliance actions and proceedings that arise in the ordinary course of its business. Due to the complex nature of these actions and proceedings, the timing of the ultimate resolution of these matters is uncertain. In the opinion of management, based on consultation with legal counsel, adequate provision has been made in the financial statements for any potential liability related to these matters, and the amount of ultimate liability is not expected to materially affect the financial position or results from operations.